



THE UNITED STATES
CORPORATION
COMPANY

M97000000405

ACCOUNT NO. : 072100000032

REFERENCE : 456172 40934A

AUTHORIZATION : Patricia Pignotti

COST LIMIT : \$ 337.50

ORDER DATE : July 9, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 456172-010

CUSTOMER NO: 40934A

000002234110--1

CUSTOMER: Gerald Weinberg, Esq
Gerald Weinberg, P.C.
Suite 815
90 State Street
Albany, NY 12207

FOREIGN FILINGS

NAME: K&S WATERFORD LAKES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

97 JUL -9 PM 3:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -9 PM 1:15

RECEIVED

BK
7/9/97

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:**

K & S WATERFORD LAKES, LLC

1. K&S Waterford Lakes, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. New York
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 11-3383249
(FEI number, if applicable)

4. April 30, 1997
(Date of Organization)

5. 2025
(Duration: Year limited liability company will cease to exist
or "perpetual")

6. Upon date of filing this application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.195, F.S.)

7. c/o Kalikow Development Associates, Ltd.
111 Great Neck Road
Great Neck, New York 11021

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing
member(MGRM) or manager(MGR). It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Kalikow Development Associates, Ltd., a New York corporation 111 Great Neck Road Great Neck, New York 11021	Managing Member		

Filing Fee: \$ 52.50 for Application

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -9 PM 3:00

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF CORPORATIONS
97 JUL -2
PM 3:06

The undersigned member or authorized representative of a member of K&S Waterford
Lakes, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$2,100,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$2,100,000 . This total includes amounts from 2 and 3 above.

KALIKOW DEVELOPMENT ASSOCIATES, LTD., a New York
corporation, Managing Member

By: Edward Kalikow

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Edward Kalikow

As its: President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: K&S Waterford Lakes, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

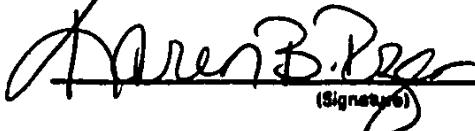
(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUL -9 PM 3:06
97 JUL -9 PM 3:06

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

7-1-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of New York
Department of State | **ss:**

I hereby certify, that K & S WATERFORD LAKES, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 04/30/1997, and that the limited liability company is subsisting so far as shown by the records of the Department.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 26th day of June
one thousand nine hundred and
ninety-seven.

FILED STATE
SECRETARY OF CORPORATIONS
97 JUL -9 PM 3:06

199706270317 51

